

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

TYSONS CORNER

8000 TOWERS CRESCENT DRIVE

SUITE 1200

VIENNA, VIRGINIA 22182

(703) 918-2300

NEW YORK, NY
WASHINGTON, DC
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES
JAKARTA, INDONESIA
MUMBAI, INDIA

FACSIMILE

(703) 918-2450

www.kelleydrye.com

JASON KARP

DIRECT LINE: (703) 918-2465

EMAIL: jkarp@kelleydrye.com

March 10, 2005

VIA ELECTRONIC FILING AND HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: WC Docket No. 04-313 and CC Docket No. 01-338, Access to
Confidential Materials — Response to SBC Objection to Mark R.
Koppersmith and Michael Parker**

Dear Ms. Dortch:

On behalf of XO Communications, Inc. ("XO"), I am responding to the objection lodged by counsel for SBC Communications, Inc. ("SBC") seeking to bar XO employees, Mark R. Koppersmith and Michael Parker, from obtaining access to information that SBC has designated as confidential pursuant to the Protective Order entered in this proceeding.¹

On February 18, 2005, XO sent letters to SBC requesting negotiation of an amendment to each of their ICAs to incorporate the rule changes set forth in the Triennial Review Order on Remand ("TRRO").² These letters additionally requested all back-up data regarding the number of business lines and fiber-based collocators in each SBC wire center so that all Tier 1, Tier 2, and Tier 3 wire centers could be appropriately identified, verified, and incorporated as necessary into the ICA amendments. See XO Request Letters dated February 18,

¹ *Access to Unbundled Network Elements*, WC Docket No. 04-313, Order, DA 04-3152 (Sept. 29, 2004).

² *In the Matter of Unbundled Access to Network Elements, Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers, Order on Remand*, WC Docket No. 04-313; CC Docket No. 01-338 (February 4, 2005)

Marlene H. Dortch
March 10, 2005
Page Two

2005 attached hereto as Exhibit A. On February 24, 2005, SBC responded, in part, to the XO Request letters refusing to provide any back-up data regarding Tier 1 or Tier 2 wire center determinations. See SBC Response Letter attached here to as Exhibit B. On March 3, 2005, SBC released its Accessible Letter Number CLECALL05-37 in which SBC claimed it would make back-up data available, but only subject to the TRRO Protective Order, limited to Counsel review with "copying prohibited". See SBC Accessible Letter attached hereto as Exhibit C. On March 7, 2005, in order to expedite XO's review of the data, "Acknowledgment[s] of Confidentiality" were sent to the law firm of Kellogg, Huber, Hansen, Todd, Evans & Figel, P.L.L.C. ("Kellogg, Huber") on behalf of, among others, Mark R. Koppersmith and Michael Parker, representatives of XO, in preparation of XO's review of the business line and fiber-based collocator count data designated as confidential by SBC pursuant to the Protective Order. XO, along with its counsel, was scheduled to review such data at 11:00 am on March 7, 2005 by verbal agreement with Kellogg, Huber. By email correspondence dated March 8, 2005, in response to inquiry by Kellogg, Huber, XO provided additional information regarding the roles and responsibilities of Mark R. Koppersmith and Michael Parker within XO, reiterating that Messrs. Koppersmith and Parker are not "involved in competitive decision-making" within XO and qualify, pursuant to Paragraphs 2 and 5 of the Protective Order, to review the confidential data. On March 8, 2005, Kelley Drye & Warren LLP ("Kelley Drye") was informed by Kellogg, Huber, by phone call and follow up email, that Messrs. Koppersmith and Parker would not be permitted to review the wire center data as SBC determined that those individuals had no need to review the information.³ Later that day, Kelley Drye was sent SBC's formal objection letter, attached hereto as Exhibit D, as filed with the Commission ("SBC Objection Letter").

It is XO's firm contention that SBC must provide access to all back-up data supporting its designation of Tier 1, Tier 2, and Tier 3 wire centers without the restrictions claimed in the SBC Accessible Letter. As the Commission is aware, under the TRRO, parties to an ICA must amend such ICA pursuant to the change of law process provided for in such ICA in order to incorporate the rule changes necessitated by the TRRO. In order to fully accomplish this process, XO must be able to independently verify the wire center designations of SBC so that it may fully understand the impacts of the new Commission restrictions on dedicated transport and high capacity loops subtending prohibited wire centers, and incorporate the same into its ICA amendments with SBC.

³ Note, in an email from Kevin Walker of Kellogg, Huber sent to Jason Karp of Kelley Drye, dated March 8, 2005, 10:40 AM, SBC's counsel states:

"Per our call, SBC maintains its objection to review of the data by XO's CABS folks. As I stated, the CO codes are publicly available as well as the appropriate categories for these offices. This information can be used to assess the financial impact on XO. Also, there is no XO specific data contained in the filing nor does it contain any cost data."

Marlene H. Dortch

March 10, 2005

Page Three

The FCC has already made clear that ILECs must provide competitively sensitive information to CLECs in connection with their negotiation of interconnection arrangements. *See* 1996 Local Competition Order, Paragraph 155.⁴ Specifically, in Paragraph 155 of the Local Competition Order, the Commission required ILECs to share sensitive cost data and other information relevant to the negotiations notwithstanding the potentially confidential nature of the same.⁵ Because in this circumstance, the data relied upon by SBC would be used by XO to verify whether the Commission's non-impairment criteria are met, the information is highly relevant to XO's full compliance with the TRRO and the negotiation of its ICA amendment with SBC. SBC is thus required to produce it through the negotiations as contemplated by the Local Competition Order. While XO does not object to reasonable non-disclosure provisions as part of the negotiation, SBC's proposed procedures, as stated in its Accessible Letter, violate the good-faith negotiation standard established in the Local Competition Order, and are overly broad and burdensome. The information requested is requested as part of Section 252 negotiations. Therefore, the procedures adopted for purposes of the Triennial Review Remand proceeding are inapplicable.

Furthermore, the Protective Order only applies to information submitted to the Commission, *and* used solely for the conduct of the Commission Proceeding, which is clearly not the circumstance at hand.⁶ The information at issue here is to be used by the parties to an ICA, in this case XO and SBC, in order to fully negotiate a comprehensive amendment incorporating the Commission's rule changes; a use clearly contemplated by the much more lenient information disclosure principles contemplated by the Local Competition Order. Conversely, while SBC has filed the wire center data with the Commission, it was not for the Commission's use in this proceeding, but rather solely to attempt to restrict disclosure to XO and other CLECs by claiming Protective Order protection. The data filed by SBC is necessary for (a) the full and complete negotiation of an interconnection arrangement between the parties, including presentation of the data to a state commission in an arbitration proceeding if necessary and (b) for a "reasonably diligent inquiry" for self-certification that the CLEC is entitled to a UNE. It therefore needs to be disclosed to CLEC parties.

As stated above, the procedures by SBC in its Accessible Letter are overly broad and unduly restrictive. To summarize, SBC has (a) required CLECs to travel to Washington, DC to review the data, (b) limited access to the data to only those individuals that have signed the Commission Protective Order Acknowledgment, (c) prohibited any copying of the data,

⁴ *In the Matter of Implementation of the Local Competition Provisions in the Telecommunications Act of 1996*, First Report and Order, CC Docket No. 96-98 (released August 8, 1996) at ¶155.

⁵ *Id.*

⁶ DA 04-3152, Appendix A, Protective Order ¶ 1 and 3

Marlene H. Dortch

March 10, 2005

Page Four

including handwritten note-taking, and (d) enforced an unreasonably narrow interpretation of the Protective Order to preclude various CLEC representatives from gaining access to the data, all without providing any substantive justification for its restrictions. Indeed, each of these restrictions is overly broad and unwarranted. Review in Washington is burdensome for some carriers and only will delay the negotiations. The Protective Order restricts access by persons "involved in competitive decision making," a standard that is vague at best, and which SBC is clearly interpreting as restrictively as possible, barring CLEC personnel that clearly are not involved in competitive decision-making, but who are instrumental from the CLEC perspective in interpreting and auditing the data. Indeed, such activities are essentially required by the TRRO as part of the ICA negotiation process and the "reasonably diligent inquiry" undertaking. Finally, designation of the data as "copying prohibited" precludes the CLEC from studying the data further or comparing it to other available data because SBC has taken the position that even note-taking is prohibited with this class of information.

Based on the express requirements of the Local Competition Order, SBC must make this wire center data immediately available to all CLEC representatives who arguably have a need for such information. The Protective Order cited by SBC is simply not applicable, or appropriate, in this circumstance. With that said, even under the requirements of the Protective Order, such data must be made available to CLEC representatives who are not involved in "competitive decision-making", like Messrs. Koppersmith and Parker. Indeed, these gentlemen are exactly the type of employees this exception contemplates.⁷

Under the Protective Order, in order for a party to qualify under the Permissible Disclosure clause in Paragraph 5, such party must either be Counsel, or fall within several categories, including "employees of . . . Counsel . . . assisting Counsel in this proceeding," or "outside consultants or experts retained for the purpose of assisting Counsel . . ."⁸ In addition, under Paragraph 2, Confidential Information may be disclosed to persons who are not involved in "competitive decision-making."⁹ Effectively, the Protective Order is intended to protect a disclosing party from use of their information by third parties in a way that could put them at a competitive disadvantage, or for any purpose not related to furtherance of the proceeding. This

⁷ Indeed, this interpretation of the Protective Order is expressly supported by Paragraph 2 of SBC's March 8, 2005 Letter to the Commission, in which it states "[t]he **Protective Order provides that Confidential Information filed with the Commission in this proceeding may not be provided to persons 'involved in competitive decision-making.'**" (Emphasis added). This position has been further supported in practice as SBC's counsel represented in a phone conversation with Kelley Drye & Warren LLP on March 7, 2005 that non-attorneys will be permitted to review the data provided such persons are not involved in competitive decision-making.

⁸ DA 04-3152, Appendix A, Protective Order ¶ 5

⁹ *Id.* at ¶ 2.

Marlene H. Dortch
March 10, 2005
Page Five

concept is borne out in the requirements that Permissible Disclosure only be made to Counsel or those assisting Counsel and those not involved in competitive decision-making.

Mark Koppersmith is the Director of Telco Accounting and Planning and Michael Parker is the Senior Manager of Telco Planning, both responsible for accounting and budgeting for costs of circuits leased from other providers, and the assessment of the financial impact of regulatory changes. Indeed, their responsibilities are limited to assessing the costs of circuits that XO needs to order to service their customer base, and developing internal procedures for meeting the Commission's "reasonably diligent inquiry" standard for challenging an impairment determination. They also assist counsel as necessary in helping quantify the cost impacts of regulatory changes on their business. It is hard to imagine two people with a greater need to review the information. Neither gentleman is a member of any executive committees, or strategic decision making bodies within XO, and neither participates in XO's marketing activities, sales efforts, pricing decisions, or customer service functions. They are instructed as to what circuits need to be ordered and it is their job to determine the cost impact of those orders.

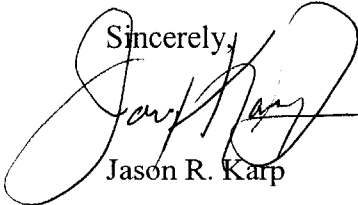
The information that SBC has deemed confidential thus would not be used by either Mr. Koppersmith or Mr. Parker to perform "competitive decision-making" functions within the company. Rather, such information would be used to understand the change in costs and types of facilities available to XO in light of the TRRO and in ensuring XO is able to engage in a "reasonably diligent inquiry" to verify whether the Commission's non-impairment criteria have been met, as required by the TRRO. Indeed, Messrs Koppersmith and Parker's functions within XO were explained in detail to SBC's counsel via phone conversation on March 8, 2005, however, SBC's Objection Letter to the Commission, in which it purports to justify barring these individuals from reviewing the wire center data, makes no mention of such job functions, but rather relies solely on an inaccurate interpretation of Messrs. Koppersmith and Parker's job titles to conclude that they are involved in "competitive decision-making." Surely SBC's claim of extreme confidentiality, without providing any justification, and simple reliance on two job titles with nothing more, isn't enough to essentially eviscerate the ICA negotiation process as originally contemplated in the Local Competition Order.

Messrs. Koppersmith and Parker should be afforded access to SBC's confidential information in order that they may assist XO in understanding and assimilating the wire center cost and UNE availability information upon which SBC relies to support a finding of impairment as contemplated under the TRRO, and incorporating the same into the parties' ICA amendments. SBC's attempts to shield crucial information from XO employees, such as Messrs. Koppersmith and Parker, with little justification for doing so, effectively precludes them from fulfilling their obligations, both to this Commission, and more importantly, to their customers.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch
March 10, 2005
Page Six

We therefore request that the Commission overrule SBC's objection, and immediately require that all requested data be immediately provided to all XO employees with a need to know such information to fully implement the Commission's directives in the TRRO.

Sincerely,

Jason R. Karp

cc: Jeffrey Carlisle, Chief, Wireline Competition Bureau
Michelle Carey, Wireline Competition Bureau
Colin S. Stretch, Kellogg, Huber, Hansen, Todd & Evans, PLLC
Chris McKee, XO Telecom, Inc.

EXHIBIT A

XO Communications



810 Jorie Boulevard
Suite 200
Oak Brook, IL 60523
USA

February 18, 2005

SBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

Re: Triennial Review Remand Order - Accessible Letters

XO Communications, Inc. ("XO"), has received SBC's Accessible Letter Number CLECALL05-019 and related letters¹ regarding the TRO Remand Order dated February 11, 2005 ("Notice"). In the Notice, SBC states that "as of March 11, 2005, in accordance with the TRO Remand Order, CLECs may not place, and SBC will no longer provision New, Migration or Move Local Service Requests (LSRs) for affected elements" under certain circumstances, including Dark Fiber Loops or Transport and DS1/DS3 Loops or Transport. The Notice further provides that "[t]he effect of the TRO Remand Order on New, Migration or Move LSRs for these affected elements is operative notwithstanding interconnection agreements or applicable tariffs," and any such LSRs "on or after March 11, 2005 will be rejected." Neither the FCC nor the parties' interconnection agreements ("ICAs") authorize SBC to take such unilateral action without first amending the ICAs. The Notice, therefore, violates federal law and is an anticipatory breach of SBC's agreements with XO.

SBC purports to rely on the recent FCC unbundling order, *In re Unbundled Access to Network Elements*, FCC 04-290, WC Docket No. 04-313 & CC Docket No. 01-338, Order on Remand (rel. Feb. 4, 2005) ("Triennial Review Remand Order" or "TRRO"). The Notice, however, fails to reference any provision in the TRRO that permits SBC to implement its interpretation of that Order without amending its ICAs. Such an omission is not surprising given that the FCC expressly held to the contrary.

The FCC stated, "We expect that incumbent LECs and competing carriers will implement the Commission's findings as directed by Section 252 of the Act. Thus, carriers must implement changes to their interconnection agreements consistent with our conclusions in this Order. . . . Thus, the incumbent LEC and competitive LEC must negotiate in good faith regarding any rates, terms, and conditions necessary to implement our rule changes." TRRO ¶ 233

¹ CLECALL 05-017, 05-018, 05-019 and 05-020

XO Communications



(footnote omitted and emphasis added). Far from authorizing SBC to implement the TRRO unilaterally, the FCC has required that SBC negotiate with XO to amend their ICAs to incorporate the most recent changes to the FCC's rules.

The transition plans set forth in the TRRO also expressly apply to the ICA amendment process. The Order provides that "carriers have twelve months from the effective date of this Order to **modify their interconnection agreements**, including completing any change of law process." TRRO ¶¶ 143 & 196 (emphasis added). The FCC thus established the transition period to provide the time required for SBC and XO to amend their interconnection agreements, not just to transition affected UNEs to alternative facilities or arrangements.

Nor could the TRRO's provisions otherwise be self-effectuating as SBC assumes in the Notice. The Order states, "Of course, the transition mechanism adopted here is simply a default process, and pursuant to section 252(a)(1), carriers remain free to negotiate alternative arrangements superseding this transition period." TRRO ¶¶ 145 & 198. SBC may not unilaterally implement the TRRO transition plan when that period has been established to provide time to amend the ICAs and the entire transition plan itself is subject to being replaced by a plan negotiated or arbitrated between the parties.

XO has no interest in unreasonably delaying implementation of changes in federal law. Indeed, SBC has yet to implement effective provisions of the Triennial Review Order, including commingling and conversions of special access services to UNEs, and XO seeks expeditiously to incorporate those requirements into the parties' ICAs. Accordingly, XO by way of letters to SBC dated February 18th, 2005, has formally requested that SBC engage in negotiations to amend those ICAs to conform to current legal requirements.

Pending the outcome of those negotiations, however, XO expects SBC to comply with the existing ICAs. If SBC refuses to process XO's orders for UNEs, XO will view such failure as unlawful and an act of bad faith, and XO will immediately take appropriate legal and regulatory actions.

Sincerely,

A handwritten signature in cursive script that reads "Kristin U. Shulman".

Kristin U. Shulman
Executive Director – Regulatory Affairs

Cc: Larry Cooper
Cheryl Woodward-Sullivan

February 18, 2005

VIA OVERNIGHT MAIL**SBC Contract Administration**

ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

Attached are separate notices from XO Communications Services, Inc. requesting SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*, and to the extent necessary the *Triennial Review Order*. Attached are individual notices from XO Communications Services, Inc., on behalf of and/or as successor in interest to:

XO Illinois, Inc.	Allegiance Telecom of Illinois, Inc.	Coast to Coast Telecommunications, Inc.
XO Michigan, Inc.	Allegiance Telecom of Michigan, Inc.	
XO Ohio, Inc.	Allegiance Telecom of Ohio, Inc.	
XO Texas, Inc.	Allegiance Telecom of Texas, Inc.	
XO Missouri, Inc.	Allegiance Telecom of Missouri, Inc.	
XO California, Inc.	Allegiance Telecom of California, Inc.	
XO Indiana, Inc.		
XO Wisconsin, Inc.		
XO Oklahoma, Inc.		
XO Arkansas, Inc.		
XO Kansas, Inc.		
XO Connecticut, Inc.		
XO California, Inc.		

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAIL

SBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Pacific Bell Telephone Company d/b/a SBC California ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. We intend that the negotiations will include the effect of any independent state authority to order unbundling on SBC's ongoing obligation to provide access to certain unbundled network elements.

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO California, Inc.

XO™

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USAXOTM

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Wisconsin Bell Telephone Company d/b/a/ SBC Wisconsin ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Wisconsin, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gegi Leeger'.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Pacific Bell Telephone Company d/b/a SBC California ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to Allegiance Telecom of California, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in cursive script that reads 'Gegi Leeger'.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("Triennial Review Remand Order"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Illinois Bell Telephone Company d/b/a/ SBC Illinois ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to Allegiance Telecom of Illinois, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO™

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

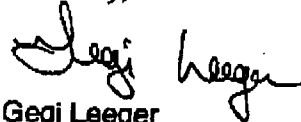
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Michigan Bell Telephone Company d/b/a/ SBC Michigan ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to Allegiance Telecom of Michigan, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in cursive script that reads "Gegi Leeger".

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("Triennial Review Remand Order"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to Allegiance Telecom of Missouri, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO™

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

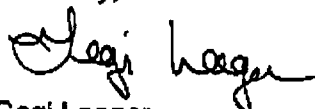
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("Triennial Review Remand Order"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Ohio Bell Telephone Company d/b/a/ SBC Ohio ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to Allegiance Telecom of Ohio, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Gegi Leeger', written in a cursive style.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

XO™

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Texas ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to Allegiance Telecom of Texas, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XOTM

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

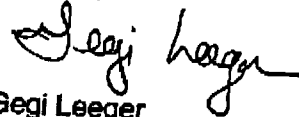
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (*Triennial Review Remand Order*). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Michigan Bell Telephone Company d/b/a/ SBC Michigan ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications, Inc., on behalf of Coast to Coast Telecommunications, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO™

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

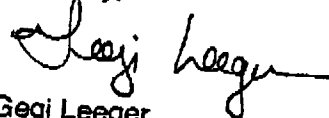
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.



11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAIL

SBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 (*Triennial Review Remand Order*). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Illinois Bell Telephone Company d/b/a/ SBC Illinois ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*.

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Illinois, Inc.

XO™

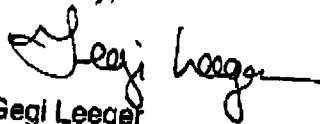
The main company contact for these negotiations is:

Gegi Leeger
Director - Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Arkansas ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Arkansas, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO™

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

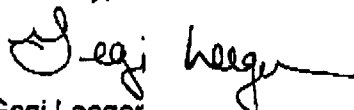
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and The Southern New England Telephone Company d/b/a/ SBC Connecticut ("*SBC*"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Connecticut, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in cursive script that reads 'Gegi Leeger'.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA



February 18, 2005

VIA OVERNIGHT MAIL

SBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Indiana Bell Telephone Company d/b/a/ SBC Indiana ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Indiana, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO™

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

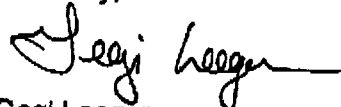
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Kansas ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Kansas, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO™

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

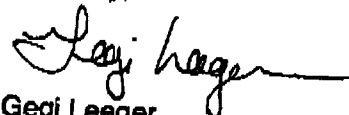
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts



February 18, 2005

VIA OVERNIGHT MAIL

SBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Michigan Bell Telephone Company d/b/a/ SBC Michigan ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Michigan, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gegi Leeger', written over a horizontal line.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Missouri, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in cursive script that reads "Gegi Leeger".

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Ohio Bell Telephone Company d/b/a/ SBC Ohio ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Ohio, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gegi Leeger'.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Oklahoma ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Oklahoma, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.



XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed.

The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Gegi Leeger'.

Gegi Leeger
Director Regulatory Contracts

XO Communications, Inc.

11111 Sunset Hills Road
Reston, VA 20190
USA

February 18, 2005

VIA OVERNIGHT MAILSBC Contract Administration
ATTN: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

On February 4, 2005, the Federal Communications Commission ("FCC") released the text of its Order on Remand in *In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338 ("*Triennial Review Remand Order*"). The rules adopted in the *Triennial Review Remand Order* constitute a change in law under the current interconnection agreement ("ICA") between XO¹ and Southwestern Bell Telephone, L.P. d/b/a SBC Texas ("SBC"). Pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of that ICA, formal written notice is required to begin the process of entering into negotiations to arrive at an amendment to implement into the ICA the FCC's determinations in the *Triennial Review Remand Order*.

Accordingly, we hereby provide this notice, and request that SBC begin good-faith negotiations under Section 252 of the 1996 Telecom Act directed toward reaching a mutually agreeable ICA amendment that fully and properly implements the changes that have occurred as a result of the *Triennial Review Remand Order*. In addition, formal notice is hereby being given for purposes of again commencing negotiations on the changes in law implemented by the *Triennial Review Order* that were unaffected by the *Triennial Review Remand Order*.² We intend that the negotiations will include the effect of section 271 of the 1996 Telecom Act on SBC's ongoing obligation to provide access to certain unbundled network elements, as well as independent state authority to order unbundling.

¹ "XO," for purposes of this notice, refers to XO Communications Services, Inc., on behalf of and/or as successor in interest to XO Texas, Inc.

² The inclusion of changes in law implemented by the *Triennial Review Order* in this request should not be construed as a waiver of any right XO may have, and XO hereby reserves all such rights, to seek immediate relief for SBC's continued refusal, after months of negotiation between the parties, to implement those provisions of the TRO not affected by appeal or vacatur.

XOTM

XO notes that, pursuant to Section 2.1 of the Second Amendment Superseding Certain Intervening Law, Compensation, Interconnection and Trunking Provisions of the current ICA and paragraph 233 of the *Triennial Review Remand Order*, the existing terms of the parties' ICA continue in effect until such time as the Parties have executed a written amendment to the ICA. As such, XO expects that both it and SBC will continue to honor all terms and conditions of the current interconnection agreement until such time as a written amendment is executed. Furthermore, as both SBC and XO are parties to Docket No. 28821 - Arbitration of Non-Costing Issues for Successor Interconnection Agreements to the Texas 271 Agreement, XO provides notice to SBC that it expects the parties to negotiate implementation of the *Triennial Review Remand Order*, pursuant paragraph 233 of the *Triennial Review Remand Order*, so that the resulting interconnection agreement reflects such *Triennial Review Remand Order*.

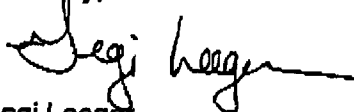
The main company contact for these negotiations is:

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
703-547-2109 voice
703-547-2300 facsimile
Email: gegi.leeger@xo.com

Please initiate the internal processes within SBC that will facilitate this request, and respond to this letter as expeditiously as possible with written acknowledgement of your receipt so that we may begin the negotiation process.

Further, in order to timely incorporate the *Triennial Review Remand Order's* rules into our revised interconnection agreement, the wire centers in your operating areas that satisfy the Tier 1, Tier 2, and Tier 3 criteria for dedicated transport and DS1 and DS3 loops must be identified and verified. Accordingly, XO hereby requests that SBC provide all backup data necessary to verify the number of lines and the identity of the fiber-based collocators by end office for each end office that SBC claims fall within each tier as those tiers are defined in the *Triennial Review Remand Order*. This data should be provided by no later than Friday, February 25, 2005.

Sincerely,



Gegi Leeger
Director Regulatory Contracts

EXHIBIT B



February 24, 2005

Gegi Leeger
Director Regulatory Contracts
XO Communications
11111 Sunset Hills Road
Reston, VA 20190

Subject: XO Communications February 18, 2005 Letters (19 letters)

Dear Gegi;

This letter is in response to your letters dated February 18, 2005, taking the position that the FCC's February 4, 2005 *TRO Remand Order* constitutes a change in law, and requesting negotiations to conform your existing Interconnection Agreement(s) (ICAs)¹ to the FCC's February 4, 2005 *TRO Remand Order*. Additionally, you request

¹ ICAs specifically addressed in the February 18, 2005 letters received from XO Communications are: "the current interconnection agreement ("ICA") between XO Communications Services, Inc. (XO) on behalf of and/or as a successor in interest to Allegiance Telecom of Illinois, Inc. and Illinois Bell Telephone Company d/b/a/ SBC Illinois ("SBC"); XO on behalf of and/or as a successor in interest to XO Michigan, Inc. and Michigan Bell Telephone Company d/b/a/ SBC Michigan ("SBC"); XO Communications Services, Inc. on behalf of and/or as successor in interest to Allegiance Telecom of Michigan, Inc. and Michigan Bell Telephone Company d/b/a/ SBC Michigan ("SBC"); XO on behalf of and/or as successor in interest to Allegiance Telecom of Missouri, Inc. and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri ("SBC"); XO on behalf of and/or as successor in interest to XO Missouri, Inc. and Southwestern Bell Telephone, L.P. d/b/a SBC Missouri ("SBC"); XO on behalf of and/or as successor in interest to XO Ohio, Inc. and Ohio Bell Telephone Company d/b/a/ SBC Ohio ("SBC"); XO on behalf of and/or as successor in interest to Allegiance Telecom of Ohio, Inc. and Ohio Bell Telephone Company d/b/a/ SBC Ohio ("SBC"); XO on behalf of and/or as successor in interest to XO Texas, Inc. and Southwestern Bell Telephone d/b/a SBC Texas ("SBC"); XO on behalf of and/or as successor in interest to Allegiance Telecom of Texas, Inc.; and Southwestern Bell Telephone, L.P. d/b/a SBC Texas ("SBC"); XO on behalf of Coast to Coast Telecommunications, Inc. and Michigan Bell Telephone Company d/b/a/ SBC Michigan ("SBC"); XO on behalf of and/or as successor in interest to XO California, Inc. and Pacific Bell Telephone Company d/b/a SBC California ("SBC"); XO on behalf of and/or as successor in interest to Allegiance Telecom of California Inc. and Pacific Bell Telephone Company d/b/a SBC California ("SBC"); XO on behalf of and/or as successor in interest to XO Arkansas, Inc. and Southwestern Bell Telephone, L.P. d/b/a SBC Arkansas ("SBC"); XO on behalf of and/or as successor in interest to XO Connecticut, Inc. and Southern New England Telephone Company d/b/a/ SBC Connecticut ("SBC"); XO on behalf of and/or as successor in interest to XO Illinois, Inc. and Illinois Bell Telephone Company d/b/a SBC Illinois ("SBC"); XO on behalf of and/or as successor in interest to XO Indiana, Inc. and Indiana Bell Telephone Company d/b/a SBC Indiana ("SBC"); XO on behalf of and/or as successor in interest to XO Kansas, Inc. and Southwestern Bell Telephone, L.P. d/b/a SBC Kansas ("SBC"); XO on behalf of and/or as successor in interest to XO Oklahoma, Inc. and Southwestern Bell Telephone, L.P. d/b/a SBC Oklahoma ("SBC"); and XO on behalf of and/or as successor to XO Wisconsin, Inc. and Wisconsin Bell Telephone Company d/b/a SBC Wisconsin ("SBC").



negotiations to conform your ICAs to rules adopted in the *Triennial Review Order* that were unaffected by the *TRO Remand Order*. SBC will address each of the issues raised by your February 18th letter.

First, as you know, on February 11, 2005, SBC advised your company(ies) of SBC's plans to implement the TRO Remand Order, via the following four Accessible Letters: CLECALL05-017, CLECALL05-018, CLECALL05-019 and CLECALL05-020. Also on February 11, 2005, SBC announced an interim UNE-P Replacement Commercial Offering via Accessible Letter CLECALL05-016. As stated in Accessible Letters CLECALL05-018 and CLECALL05-020, SBC has already provided you with proposed language to bring your ICA(s) into conformity with the FCC's new unbundling rules, as well as the transition plans and pricing for elements that no longer need be unbundled, which will take effect on March 11, 2005. Signature-ready, printable versions of the amendments are available via the SBC CLEC Website: CLEC Online at <https://clec.sbc.com/clec>. The proposed language was derived directly from the TRO Remand Order, and thus should be implemented without delay, consistent with the Commission's admonition that the parties should not unnecessarily delay implementation of the new rules and the parties' obligation to negotiate in good faith. Accordingly, we again request that you immediately access the proposed language on CLEC-Online, print the signature-ready amendment(s), execute and return them to SBC or provide proposed modifications as soon as possible so that we may promptly reach agreement and file amendments with the appropriate state commission(s) in a timely manner.

In your letter, you do not clearly state what other issues you believe you need to negotiate with SBC in the wake of the *TRO Remand Order*. If you have additional written language proposals to make relative to the *TRO Remand Order*, separate and apart from the transition plan and pricing, please forward them to me at your earliest convenience. However, negotiation concerning such proposals should not delay timely implementation of the Commission's new unbundling rules and transition plans, which are covered by SBC's online proposed amendment. In fact, SBC will begin billing the FCC's transition pricing modifications effective March 11, 2005 in order, among other things, to accurately track amounts due from CLECs during the applicable transition periods and to allow CLECs to assess the additional amounts that will be due upon amendment of their ICA(s).

Second, SBC notes that you also have requested negotiations regarding certain rulings made in the FCC's 2003 *Triennial Review Order*. Your request is not appropriate at this time. As you are aware, on October 30, 2003, January 16, 2003 or during negotiations of successor ICAs, SBC notified your company(ies) of the issuance of the *Triennial Review Order*, and requested negotiations to conform your ICA(s) to that Order. Subsequently, on March 11, 2004 and July 13, 2004, or during negotiations of successor ICAs, SBC notified your company(ies) of the issuance of the D.C. Circuit Court of Appeals' *USTA II* decision and provided additional language to conform your ICA(s) to that decision, which vacated several of the key rulings of the *Triennial Review Order*. Notwithstanding these prior notices and amendments proposed by SBC, your company's ICA(s) have not



been conformed to those decisions and are now the subject of formal dispute proceedings in SBC's 13-state territory. Therefore, it would not be appropriate, nor is it necessary, to initiate negotiations at this time. As you are aware, SBC's proposed conforming language for the *Triennial Review Order* has been part of the public record in the state dispute resolution proceedings for months. If your company(ies) are now prepared to incorporate the language necessary to conform your existing ICA to the *Triennial Review Order*, SBC is willing to engage in settlement discussions regarding that language, in hopes that we quickly can come to agreement and dismiss your company(ies) from those proceedings. However, any such settlement discussions would in no way affect the ongoing state dispute resolution proceedings unless the parties are able to reach agreement. If you are interested in incorporating the conclusions of the *Triennial Review Order* and the *TRO Remand Order* into a single amendment, I am attaching sample amendment language for your consideration.

Next, SBC notes that you have requested negotiations regarding unbundling of certain elements under Section 271 of the Act and independent state authority. However, as SBC previously has made clear, we do not believe that states have independent authority to order unbundling of elements for which the FCC has made a finding of no impairment. Moreover, we do not agree that negotiations of amendments to conform your ICAs to the *TRO Remand Order* should encompass negotiation of section 271 elements. Rather, any such negotiations should occur outside the section 251/252 framework. SBC notes, in this regard, that negotiations are not necessarily required to comply with any unbundling requirements under section 271. For example, SBC's special access offerings provide any local loop transmission capability or local transport capability that might be required under section 271.

SBC also rejects your contention that you may continue to purchase network elements that are no longer subject to unbundling after the *TRO Remand Order* is effective on March 11 because "the existing terms of [your] ICA continue in effect until such time as the Parties have executed a written amendment to the ICA." As you know, the *TRO Remand Order*, effective on March 11, 2005, specifically provides that requesting carriers may no longer obtain new Mass Market ULS/UNE-P, DS1/DS3/Dark Fiber Loops, and DS1 and DS3 Transport where there has been a finding of non-impairment and where ILECs thus are not required to provide such elements under the new unbundling rules. The *TRO Remand Order* further establishes transition plans for the embedded base of those items. This should greatly assist your company(ies) in implementing the *TRO Remand Order*. Please note that, notwithstanding your ICA(s), orders received for elements that have been declassified through a finding of non-impairment by the *TRO Remand Order* will not be accepted, beginning March 11, 2005, as clearly outlined in Accessible Letters CLECALL05-017 and CLECALL05-019. The FCC's rules, effective March 11, 2005, provide that CLECs may not obtain such elements beginning on that date, and do not require contract amendments for effectuation. See §51.319(d)(2), §51.319(a)(6)(ii), and §51.319(e)(2)(iv)(B).



Finally, in your February 18th letter you also requested the identification of Tier 1, 2 and 3 information for High-Capacity Loops and Transport as applicable. This information has been posted to CLEC-Online as outlined in CLECALL05-027 and CLECALL05-031. The business line criteria used to determine the tiers is in accordance with ¶105. The fiber-based collocator criteria used to determine the tiers is based on SBC's inventory as described in ¶100 of the *TRO Remand Order*.

If you have any questions, please feel free to contact me.

Sincerely,

A handwritten signature in cursive script that reads "C. Woodard-Sullivan".

Cheryl Woodard-Sullivan
Account Manager

Cc: P. O'Sullivan
L. Cooper

**PROPOSED TRIENNIAL REVIEW ORDER DECLASSIFICATION AND TRO REMAND ORDER
TRANSITIONAL AMENDMENT LANGUAGE**

WHEREAS, the Federal Communications Commission ("FCC") released on August 21, 2003 a "Report and Order on Remand and Further Notice of Proposed Rulemaking" in CC Docket Nos. 01-338, 96-98 and 98-147, 18 FCC Rcd 16978 (as corrected by the Errata, 18 FCC Rcd 19020, and as modified by Order on Reconsideration (rel. August 9, 2004) (the "Triennial Review Order" or "TRO"), which became effective as of October 2, 2003; and

WHEREAS, by its TRO, the FCC ruled that certain network elements were not required to be provided as unbundled network elements under Section 251(c)(3) of the Telecommunications Act of 1996 ("Act"), and therefore, [SBC ILEC] is no longer legally obligated to provide those network elements on an unbundled basis to CLEC under federal law; and

WHEREAS, the U.S. Circuit Court of Appeals, District of Columbia Circuit released its decision in *United States Telecom Ass'n v. F.C.C.*, 359 F3d 554 (D.C. Cir. 2004) ("USTA II") on March 2, 2004 and its associated mandate on June 16, 2004; and

WHEREAS, the USTA II decision vacated certain of the FCC rules and parts of the TRO requiring the provision of certain unbundled network elements under Section 251(c)(3) of the Act; and

WHEREAS, the FCC issued its Order on Remand, including related unbundling rules,¹ on February 4, 2005 ("TRO Remand Order"), holding that an incumbent LEC is not required to provide access to local circuit switching on an unbundled basis to requesting telecommunications carriers (CLECs) for the purpose of serving end-user customers using DSO capacity loops ("mass market unbundled local circuit switching" or "Mass Market ULS"), and holding that an incumbent LEC is not required to provide access to certain high-capacity loop and certain dedicated transport on an unbundled basis to requesting telecommunications carriers (CLECs);

NOW, THEREFORE, in consideration of the foregoing, and the promises and mutual agreements set forth in the Agreement and in this Amendment, the Agreement is hereby amended to ensure that the terms and conditions of the Agreement related to specific network elements made available hereunder on an unbundled basis under Sections 251(c)(3) and (d)(2) are conformed so as to be consistent with applicable federal law:

1.1 **TRO-Declassified Elements.** Pursuant to the TRO, nothing in the Agreement requires [SBC ILEC] to provide to CLEC any of the following items, either alone or in combination (whether new, existing, or pre-existing) with any other element, service or functionality:

- (i) entrance facilities;
- (ii) DSO or OCn level dedicated transport;
- (iii) enterprise market (DS1 and above) local switching (defined as (a) all line-side and trunk-side facilities as defined in the TRO, plus the features, functions, and capabilities of the switch. The features, functions, and capabilities of the switch shall include the basic switching function of connecting lines to lines, lines to trunks, trunks to lines, and trunks to trunks, and (b) all vertical features that the switch is capable of providing, including custom calling, custom local area signaling services features, and Centrex, as well as any technically feasible customized routing functions);

¹ Order on Remand, *Unbundled Access to Network Elements: Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, WC Docket No. 04-313; CC Docket No. 01-338, (FCC released Feb. 4, 2005).

- (iv) OCn loops;
- (v) the feeder portion of the loop;
- (vi) line sharing;
- (vii) any call-related database, other than the 911 and E911 databases, to the extent not provided in conjunction with unbundled local switching;
- (viii) SS7 signaling to the extent not provided in conjunction with unbundled local switching;
- (ix) packet switching, including routers and DSLAMs;
- (x) the packetized bandwidth, features, functions, capabilities, electronics and other equipment used to transmit packetized information over hybrid loops (as defined in 47 CFR 51.319 (a)(2)), including without limitation, xDSL-capable line cards installed in digital loop carrier ("DLC") systems or equipment used to provide passive optical networking ("PON") capabilities; and
- (xi) fiber-to-the-home loops and fiber-to-the-curb loops (as defined in 47 C.F.R. § 51.319(a)(3)) ("FTTH Loops" and "FTTC Loops"), except to the extent that [SBC ILEC] has deployed such fiber in parallel to, or in replacement of, an existing copper loop facility and elects to retire the copper loop, in which case [SBC ILEC] will provide nondiscriminatory access to a 64 kilobits per second transmission path capable of voice grade service over the FTTH Loop or FTTC Loop on an unbundled basis to the extent required by terms and conditions in the Agreement.

1.2 TRO Remand-Declassified Elements (Mass Market Unbundled Local Switching and UNE-P)

- 1.2.1 Notwithstanding anything in the Agreement, pursuant to Rule 51.319(d) as set forth in the TRO Remand Order, effective March 11, 2005, CLEC is not permitted to obtain new Mass Market ULS, either alone or in combination (as in with "UNE-P"). Accordingly, pursuant to Rule 51.319(d)(2)(iii), although [SBC ILEC] shall continue to provide access to Mass Market ULS or Mass Market UNE-P to CLEC for CLEC to serve its embedded base of end-user customers (i.e., only Mass Market ULS or Mass Market UNE-P ordered by CLEC before March 11, 2005), the price for such Mass Market ULS and UNE-P shall be the higher of (A) the rate at which CLEC obtained such Mass Market ULS and UNE-P on June 15, 2004 plus one dollar, or (B) the rate the applicable state commission established(s), if any, between June 16, 2004, and March 11, 2005, for such Mass Market ULS and UNE-P, plus one dollar. For purposes of this Paragraph, "Mass Market" shall mean 1 - 23 lines, inclusive (i.e. less than a DS1 or "Enterprise" level.) CLEC shall be fully liable to [SBC ILEC] to pay such pricing under the Agreement, including applicable terms and conditions setting forth penalties for failure to comply with payment terms, notwithstanding anything to the contrary in the Agreement.
- 1.2.2 CLEC will complete the transition of embedded base Mass Market ULS and Mass Market UNE-P to an alternative arrangement by the end of the transition period defined in the TRO Remand Order (i.e. by March 11, 2006).
- 1.2.3 Paragraphs 1.2.1 and 1.2.2, above, apply and are operative regardless of whether CLEC is requesting Mass Market ULS or Mass Market UNE-P under the Agreement or under a state tariff, if applicable, and regardless of whether the state tariff is referenced in the Agreement or not.

1.3 TRO Remand Declassified Elements (High-capacity Loop and Transport)

- 1.3.1 Notwithstanding anything in the Agreement, pursuant to Rule 51.319(a) and Rule 51.319(e) as set forth in the TRO Remand Order, effective March 11, 2005, CLEC is not permitted to obtain the

following new unbundled high-capacity loop and dedicated transport elements, either alone or in combination:

Dark Fiber Loops;

DS1/DS3 Loops in excess of the caps or to any building served by a wire center described in Rule 51.319(a)(4) or 51.319(a)(5), as applicable;

DS1/DS3 Transport in excess of the caps or between any pair of wire centers as described in Rule 51.319(e)(2)(ii) or 51.319(e)(2)(iii), as applicable; or

Dark Fiber Transport, between any pair of wire centers as described in Rule 51.319(e)(2)(iv).

The above-listed element(s) are referred to herein as the "Affected Element(s)."

1.3.2 Accordingly, pursuant to Rules 51.319(a) and (e), although [SBC ILEC] shall continue to provide CLEC's embedded base of the Affected Element(s) (i.e., only Affected Elements ordered by CLEC before March 11, 2005), if and as provided by the Agreement, the price for the embedded base Affected Element(s) shall be the higher of (A) the rate CLEC paid for the Affected Element(s) as of June 15, 2004 plus 15% or (B) the rate the state commission has established or establishes, if any, between June 16, 2004 and March 11, 2005 for the Affected Element(s), plus 15%. CLEC shall be fully liable to [SBC ILEC] to pay such pricing under the Agreement, including applicable terms and conditions setting forth penalties for failure to comply with payment terms, notwithstanding anything to the contrary in the Agreement.

1.3.3 CLEC will complete the transition of embedded base Affected Elements to an alternative arrangement by the end of the transition period defined in the TRO Remand Order (12 or 18 months from the TRO Remand Order's effective date, as applicable). For Dark Fiber Affected Elements, CLEC will remove all CLEC services from such Dark Fiber Affected Elements and return the facilities to [SBC ILEC] by the end of the transition period defined in the TRO Remand Order for such Dark Fiber Affected Elements.

1.3.4 Paragraphs 1.3.1 and 1.3.2, above, apply and are operative regardless of whether CLEC is requesting the Affected Element(s) under the Agreement or under a state tariff, if applicable, and regardless of whether the state tariff is referenced in the Agreement or not.

2.1 [INTENTIONALLY LEFT BLANK]

3.1 **Notice and Transition.** In addition to the network elements identified in this Amendment as being no longer subject to unbundling under the Agreement, if the FCC determines that one or more additional network elements are no longer required to be unbundled under Section 251(c)(3), then [SBC ILEC] is not required to provide the element(s) on an unbundled basis, either alone or in combination (whether new, existing, or pre-existing) with any other element, service or functionality, to CLEC under this Agreement, and the following notice and transition procedure shall apply:

3.1.1 [SBC ILEC] will provide written notice to CLEC of the fact that the network element(s) and/or the combination or other arrangement in which the network element(s) had been previously provided on an unbundled basis is no longer required to be provided. During a transitional period of thirty (30) days from the date of such notice, [SBC ILEC] agrees to continue providing such network element(s) under the terms of this Agreement.

3.1.1.1 Upon receipt of such written notice, CLEC will cease new orders for such network element(s) that are identified in the [SBC ILEC] notice letter. [SBC ILEC] reserves the right to monitor, review, and/or reject CLEC orders transmitted to [SBC ILEC] and, to the extent that the CLEC has submitted orders and such orders are provisioned after this 30-day transitional period, such network elements are still subject to this Paragraph 3.1, including the CLEC options set forth in subparagraph 3.1.1.2 below, and [SBC ILEC]'s right of conversion in the event the CLEC options are not accomplished by the end of the 30-day transitional period.

3.1.1.2 During such 30-day transitional period, the following options are available to CLEC with regard to the network element(s) identified in the [SBC ILEC] notice, including the combination or other arrangement in which the network element(s) were previously provided:

(i) CLEC may issue an LSR or ASR, as applicable, to seek disconnection or other discontinuance of the network element(s) and/or the combination or other arrangement in which the element(s) were previously provided; or

(ii) [SBC ILEC] and CLEC may agree upon another service arrangement (e.g. via a separate agreement at market-based rates or resale), or may agree that an analogous resale service or access product or service may be substituted, if available.

Notwithstanding anything to the contrary in the Agreement, including any amendments to the Agreement, at the end of the thirty (30) day transitional period, unless CLEC has submitted a disconnect/discontinuance LSR or ASR, as applicable, under subparagraph 3.1.1.2(i), above, and if CLEC and [SBC ILEC] have failed to reach agreement, under subparagraph 3.1.1.2(ii), above, as to a substitute service arrangement or element, then [SBC ILEC] will convert the subject element(s), whether alone or in combination with or as part of any other arrangement to an analogous resale or access service or arrangement, if available, at rates applicable to such analogous service or arrangement.

4.1 Nothing in this Amendment shall affect the general application and effectiveness of the Agreement's "change of law," "intervening law," "successor rates" and/or any similarly purposed provisions. The rights and obligations set forth in this Amendment apply in addition to any other rights and obligations that may be created by such intervening law, change in law or other substantively similar provision.

EXHIBIT C



Accessible

Date: **March 3, 2005**

Number: **CLECALL05-037**

Effective Date: **N/A**

Category: **Loop-Transport (UNE)**

Subject: **(BUSINESS PROCESSES) SBC's¹ Loop-Transport Non-Impaired Wire Center Information**

Related Letters: **CLECALL05-019 Loop/Transport Order Rejection; Attachment: No
CLECALL05-020 Loop/Transport Price
Increase/Transition Period; and CLECALL05-027 and
CLECALL05-031 Loop/Transport Non-Impaired Wire
Center Identification**

States Impacted: **13-States**

Issuing SBC ILECS: **SBC Indiana, SBC Ohio, SBC Michigan, SBC Wisconsin, SBC California,
SBC Nevada, SBC Arkansas, SBC Illinois, SBC Kansas, SBC Missouri,
SBC Oklahoma, SBC Texas and SBC Connecticut**

Response Deadline: **March 10, 2005**

Contact: **See Contact in this AL**

Conference Call/Meeting: **N/A**

To: **SBC's Wholesale Customers**

The purpose of this Accessible Letter is to provide additional information regarding the wire centers that meet the FCC's non-impairment thresholds for Dedicated DS1, DS3 and Dark Fiber Transport routes and DS1 and DS3 loops as set forth in the FCC's new Rule 51.319 and the Triennial Review Remand Order (TRRO), released on February 4, 2005. Additionally, to the extent notice is required under interconnection agreements, this Accessible Letter provides notice that CLEC-specific collocation data may be disclosed for purposes of implementing the FCC's TRRO and Rule 51.319.

On February 22, 2005, SBC, via Accessible Letters **CLECALL05-027** and **CLECALL05-031**, provided information which identified wire centers where CLECS are not impaired without unbundled Dedicated DS1, DS3 and Dark Fiber Transport and unbundled DS1 and DS3 loops under the FCC's new unbundling criteria, and where CLECs therefore will not be able to order new facilities as of the effective date of the FCC's TRRO, i.e., March 11, 2005.

SBC has received requests for additional data regarding 1) the number of ARMIS 43-08 business lines, business UNE-P lines and UNE-loops and/or 2) the number of unaffiliated fiber-based collocators in the identified wire centers. SBC is providing such information for the sole purpose of allowing requesting carriers to fulfill their obligation to conduct the required "reasonably diligent inquiry" before self-certifying that any request for high-capacity unbundled loops or dedicated transport does not include facilities for which there is no impairment. This is to advise you that such data will be available to counsel pursuant to the Protective Order issued by the FCC in the TRRO proceeding (DA 04-3152, released September 29, 2004) at the following location:

Kellogg, Huber, Hansen, Todd, Evans and Figel P.L.L.C.
1615 M Street, N.W., Suite 400
Washington, D.C. 20036

Such information will be designated "copying prohibited" pursuant to paragraph 7 of the Protective Order.

To schedule an appointment to view the information, please call Kevin Walker at 202-367-7820.

¹ References to "SBC" in this Accessible Letter encompass, as applicable, the Issuing SBC ILECs identified at the beginning of this letter.

EXHIBIT B

XO Communications



EXHIBIT D

KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL, P.L.L.C.

SUMNER SQUARE
1615 M STREET, N.W.
SUITE 400
WASHINGTON, D.C. 20036-3209

(202) 326-7900

FACSIMILE:

(202) 326-7999

March 8, 2005

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: Access to Confidential Materials in WC Docket No. 04-313 and
CC Docket No. 01-338.**

Dear Ms. Dortch:

By facsimile the afternoon of March 7, 2004, the law firm of Kelley Drye & Warren, LLP, submitted "Acknowledgement[s] of Confidentiality" on behalf of five individuals affiliated with or representing XO Communications, Inc. ("XO"). Pursuant to paragraph 8 of the Protective Order adopted in these proceedings,¹ SBC Communications Inc. ("SBC") objects to the disclosure of Confidential Information to two of those five individuals: Mark R. Koppersmith and Michael Parker.

The Protective Order provides that Confidential Information filed with the Commission in this proceeding may not be provided to persons "involved in competitive decision-making." Protective Order, App. A ¶ 2. Although the acknowledgements signed by Messrs. Koppersmith and Parker do not specifically define their roles with XO, further correspondence between representatives of SBC and counsel for XO has revealed information suggesting that both are involved in competitive decision-making. In particular, counsel has informed SBC that Mr. Parker is a Senior Manager-Telco Planning for XO. Similarly, counsel has informed SBC that Mr. Koppersmith is a Director-Telco Accounting and Planning for XO. The titles of both suggest that they are likely involved in competitive decision-making, *i.e.*, involved in advising or

¹ Order, *Unbundled Access to Network Elements; Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, WC Docket No. 41-313; CC Docket No. 01-338, DA 04-3152 at Attachment A (FCC rel. Sept. 29, 2004) ("Protective Order").

Ms. Marlene H. Dortch
March 8, 2005
Page 2

participating in business decisions made in light of the type of confidential information on file in this proceeding.

Based on this information – and without anything in the record to contradict it – Mr. Parker and Mr. Koppersmith are not eligible to review Confidential Information pursuant to the Protective Order, and SBC objects to them having access to Confidential Information submitted in these proceedings without further clarification of their positions. In view of SBC's objections, Mr. Parker and Mr. Koppersmith may not have access to Confidential Information unless and until SBC's objections are resolved in their favor by the Commission and, if appropriate, any court of competent jurisdiction. *See* Protective Order, App. A ¶ 8.

Yours truly,

A handwritten signature in black ink, appearing to read 'Colin S. Stretch', with a stylized flourish at the end.

Colin S. Stretch

cc: Jason R. Karp
Special Counsel
Kelley Drye & Warren, LLP (via email and overnight delivery)